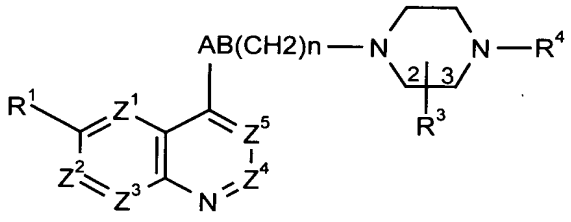
Amendments to the Specification:

Please amend the specification by replacing the paragraph sections under the heading "Related Applications" with the following new paragraph sections:

At page 1, lines 11-20:

This invention provides a compound of formula (I) or a pharmaceutically acceptable ~~derivative~~ **salt and/or N-oxide** thereof:



(I)

wherein:

one of Z^1, Z^2, Z^3, Z^4 and Z^5 is N, one is CR^{1a} and the remainder are CH, or one of Z^1, Z^2, Z^3, Z^4 and Z^5 is CR^{1a} and the remainder are CH;

At page 2, lines 2-37 to page 3, lines 1-4:

R^3 is in the 2- or 3-position and is:
carboxy; (C_{1-6})alkoxycarbonyl; aminocarbonyl wherein the amino group is optionally substituted by hydroxy, (C_{1-6})alkyl, hydroxy(C_{1-6})alkyl, aminocarbonyl(C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{1-6})alkylsulphonyl, trifluoromethylsulphonyl, (C_{1-6})alkenylsulphonyl, (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, (C_{2-6})alkenyloxycarbonyl or (C_{2-6})alkenylcarbonyl and optionally further substituted by (C_{1-6})alkyl, hydroxy(C_{1-6})alkyl, aminocarbonyl(C_{1-6})alkyl or (C_{2-6})alkenyl; cyano; tetrazolyl; 2-oxo-oxazolidinyl optionally substituted by R^{10}; 3-hydroxy-3-cyclobutene-1,2-dione-4-yl; 2,4-thiazolidinedione-5-yl; tetrazol-5-ylaminocarbonyl; 1,2,4-triazol-5-yl optionally substituted by R^{10}; or 5-oxo-1,2,4-oxadiazol-3-yl; or

R^3 is in the 2- or 3-position and is (C_{1-4})alkyl or ethenyl **optionally** substituted with any of the groups listed above for R^3 and/or 0 to 3 groups R^{12} independently selected from:

thiol; halogen; (C_{1-6})alkylthio; trifluoromethyl; azido; (C_{1-6})alkoxycarbonyl; (C_{1-6})alkylcarbonyl; (C_{2-6})alkenyloxycarbonyl; (C_{2-6})alkenylcarbonyl; hydroxy optionally substituted by (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, (C_{2-6})alkenyloxycarbonyl, (C_{2-6})alkenylcarbonyl or aminocarbonyl wherein the amino group is optionally substituted by (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{1-6})alkylcarbonyl or (C_{2-6})alkenylcarbonyl; amino optionally mono- or disubstituted by (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, (C_{2-6})alkenyloxycarbonyl, (C_{2-6})alkenylcarbonyl, (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{1-6})alkylsulphonyl, (C_{2-6})alkenylsulphonyl or aminocarbonyl wherein the amino group is optionally substituted by (C_{1-6})alkyl or (C_{2-6})alkenyl; aminocarbonyl wherein the amino group is optionally substituted by (C_{1-6})alkyl, hydroxy(C_{1-6})alkyl, aminocarbonyl(C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, (C_{2-6})alkenyloxycarbonyl or (C_{2-6})alkenylcarbonyl and optionally further substituted by (C_{1-6})alkyl, hydroxy(C_{1-6})alkyl, aminocarbonyl(C_{1-6})alkyl or (C_{2-6})alkenyl; oxo; (C_{1-6})alkylsulphonyl; (C_{2-6})alkenylsulphonyl; or (C_{1-6})aminosulphonyl wherein the amino group is optionally substituted by (C_{1-6})alkyl or (C_{2-6})alkenyl;
provided that when R^3 is disubstituted with hydroxy or amino and carboxy containing substituents these may optionally together form a cyclic ester or amide linkage, respectively;

wherein R^{10} is selected from (C_{1-4})alkyl; (C_{2-4})alkenyl; aryl; a group R^{12} as defined above; carboxy; aminocarbonyl wherein the amino group is optionally substituted by hydroxy, (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{1-6})alkylsulphonyl, trifluoromethylsulphonyl, (C_{2-6})alkenylsulphonyl, (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, (C_{2-6})alkenyloxycarbonyl or (C_{2-6})alkenylcarbonyl and optionally further substituted by (C_{1-6})alkyl or (C_{2-6})alkenyl; cyano; or tetrazolyl;

At page 3, lines 19-34:

AB is $NR^{11}CO$, $CO\text{-}CR^8R^9$ or $CR^6R^7\text{-}CR^8R^9$ or when n is 1 or 2, AB may instead be $O\text{-}CR^8R^9$ or $NR^{11}\text{-}CR^8R^9$, or when n is 2 AB may instead be $CR^6R^7\text{-}NR^{11}$ or $CR^6R^7\text{-}O$, provided that when n is 0, B is not CH(OH),

and wherein:

each of R^6 and R^7, R^8 and R^9 is independently selected from: H; thiol; (C_{1-6})alkylthio; halo; trifluoromethyl; azido; (C_{1-6})alkyl; (C_{2-6})alkenyl; (C_{1-6})alkoxycarbonyl; (C_{1-6})alkylcarbonyl; (C_{2-6})alkenyloxycarbonyl; (C_{2-6})alkenylcarbonyl; hydroxy, amino or aminocarbonyl optionally substituted as for corresponding substituents in R^3; (C_{1-6})alkylsulphonyl; (C_{2-6})alkenylsulphonyl; or (C_{1-6})aminosulphonyl wherein the amino group is optionally substituted by (C_{1-6})alkyl or (C_{1-6})alkenyl;

or R^6 and R^8 together represent a bond and R^7 and R^9 are as above defined;

and each R^{11} is independently H, trifluoromethyl, (C_{1-6})alkyl, (C_{12-6})alkenyl, (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, aminocarbonyl wherein the amino group is optionally substituted by (C_{1-6})alkoxycarbonyl, (C_{1-6})alkylcarbonyl, (C_{12-6})alkenyloxycarbonyl, (C_{2-6})alkenylcarbonyl, (C_{1-6})alkyl or (C_{12-6})alkenyl and optionally further substituted by (C_{1-6})alkyl or (C_{12-6})alkenyl;

or where one of R^3 and R^6, R^7, R^8 or R^9 contains a carboxy group and the other contains a hydroxy or amino group they may together form a cyclic ester or amide linkage

wherein:

'heterocyclic' is an aromatic and non-aromatic, single or fused, ring containing up to four hetero-atoms in each ring selected from oxygen, nitrogen and sulphur, and having from 4 to 7 ring atoms, which rings may be unsubstituted or substituted by up to three groups selected from amino, halogen, (C_{1-6})alkyl, (C_{1-6})alkoxy, halo(C_{1-6})alkyl, hydroxy, carboxy, carboxy salts, (C_{1-6})alkoxycarbonyl, (C_{1-6})alkoxycarbonyl(C_{1-6})alkyl, aryl, and oxo groups, and wherein any amino group forming part of a single or fused non-aromatic heterocyclic ring as defined above is optionally substituted by (C_{1-6})alkyl optionally substituted by hydroxy, (C_{1-6})alkoxy, thiol, (C_{1-6})alkylthio, halo or trifluoromethyl, acyl or (C_{1-6})alkylsulphonyl groups;

'aryl' is phenyl or naphthyl, optionally substituted with up to five groups selected from halogen, mercapto, (C_{1-6})alkyl, phenyl, (C_{1-6})alkoxy, hydroxy(C_{1-6})alkyl, mercapto (C_{1-6})alkyl, halo(C_{1-6})alkyl, hydroxy, amino, nitro, cyano, carboxy, (C_{1-6})alkylcarbonyloxy, (C_{1-6})alkoxycarbonyl, formyl and (C_{1-6})alkylcarbonyl groups;

'acyl' is (C_{1-6})alkoxycarbonyl, formyl or (C_{1-6}) alkylcarbonyl.

At page 4, lines 1-11:

The invention also provides the use of a compound of formula (I) or a pharmaceutically acceptable ~~derivative~~ **salt and/or N-oxide** thereof in the manufacture of a medicament for use in the treatment of bacterial infections in mammals.

The invention also provides a pharmaceutical composition for use in the treatment of bacterial infections in mammals comprising a compound of formula (I), or a pharmaceutically acceptable ~~derivative~~ **salt and/or N-oxide** thereof, and a pharmaceutically acceptable carrier.

The invention further provides a method of treatment of bacterial infections in mammals, particularly in man, which method comprises the administration to a mammal in need of such treatment of an effective amount of a ~~a~~ compound of formula (I), or a pharmaceutically acceptable ~~derivative~~ **salt and/or N-oxide** thereof.

At page 4, after line 14 and before lines 15-20:

Preferably one of Z^1, Z^2, Z^3, Z^4 and Z^5 is N and one of Z^3 and Z^5 if not N is CR^{1a} and the remainder are CH, or one of Z^1, Z^2, Z^3, Z^4 and Z^5 is CR^{1a} and the remainder are CH.

More preferably Z^5 is CH or N, Z^3 is CH or CF and Z^1, Z^2 and Z^4 are each CH, or Z^1 is N, Z^3 is CH or CF and Z^2, Z^4 and Z^5 are each CH. Most preferably Z^1-Z^5 are each CH.

At page 4, lines 26-37:

In one aspect, R^3 is preferably hydrogen, (C_{1-4}) alkyl, ethenyl~~,~~ **or 1-hydroxy-(C_{1-4}) alkyl** optionally substituted ~~1-hydroxy-(C_{1-4}) alkyl~~ **as defined in formula (I),** more preferably hydroxymethyl, 1,2-dihydroxy(C_{2-4})alkyl wherein the 2-hydroxy group is optionally substituted **as defined in formula (I)**. Preferred examples of R^3 include hydroxymethyl, 1- hydroxyethyl or 1,2-dihydroxyethyl wherein the 2-hydroxy group is optionally substituted with alkylcarbonyl or aminocarbonyl where the amino group is optionally substituted **as defined in formula (I)**. Other suitable examples of R^3 include 2-hydroxyethyl, 2- or 3-hydroxypropyl, ethyl or ethenyl.

In another aspect R^3 preferably contains carboxy, **aminocarbonyl** optionally substituted ~~aminocarbonyl,~~ **as defined in formula (I),** cyano or 2-oxo-oxazolidinyl optionally substituted by R^{10}. Where R^3 is substituted alkyl is it preferably substituted methyl. Preferred examples of R^3 include CO_2H, CH_2CO_2H,

$(CH_2)_2CO_2H$, $(CH_2)_2CN$, $CH(OH)CH_2CN$, $CH(OH)CH_2CO_2H$, $CH{=}CHCO_2H$ or 2-oxo-oxazolidinyl.

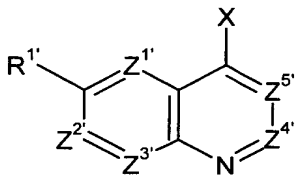
At page 6, lines 12-13:

The term 'acyl' includes (C_{2-6})alkoxycarbonyl, formyl or (C_{2-6})alkylcarbonyl group. **Aryl are preferably substituted with up to three groups.**

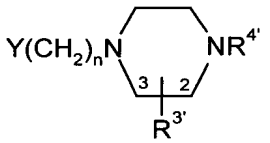
At page 7, lines 1-33 to page 8, lines 1-11:

In a further aspect of the invention there is provided a process for preparing compounds of formula (I), or a pharmaceutically acceptable ~~derivative~~ **salt and/or N-oxide** thereof, which process comprises:

(a) reacting a compound of formula (IV) with a compound of formula (V):



(IV)



(V)

wherein Z^1, Z^2, Z^3, Z^4 and Z^5, m, n, R^1, R^3 and R^4 are as defined in formula (I), and X and Y may be the following combinations:

(i) X is M and Y is $CH_2CO_2R^x$, CH_2CHO or CH_2COW
(ii) X is CO_2R^y and Y is $CH_2CO_2R^x$
(iii) one of X and Y is $CH{=}SPh_2$ and the other is CHO
(iv) X is CH_3 and Y is CHO
(v) X is CH_3 and Y is CO_2R^x
(vi) X is $CH_2CO_2R^y$ and Y is CO_2R^x
(vii) X is $CH{=}PR^z{}_3$ and Y is CHO
(viii) X is CHO and Y is $CH{=}PR^z{}_3$
(ix) X is halogen and Y is $CH{=}CH_2$
(x) one of X and Y is COW and the other is $NHR^{11'}$ ~~or NCO~~
(xi) one of X and Y is $(CH_2)_p$-W and the other is $(CH_2)_qNHR^{11'}$ or $(CH_2)_qOH$
(xii) one of X and Y is CHO and the other is $NHR^{11'}$,

or where n=0

(xiii) X is A-B-$(CH_2)_n$-W or A-B-$(CH_2)_{n-1}$-CHO and Y is H

(xiv) X is NCO and Y is H

(xv) X is CH_3 and Y is H

(xvi) X is $COCH_2W$ and Y is H

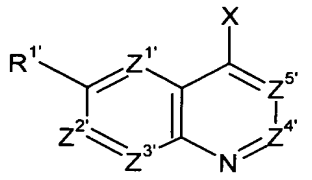
(xvii) X is $CH{=}CH_2$ and Y is H

(xviii) X is oxirane and Y is H

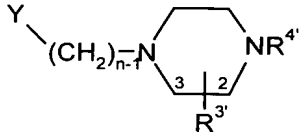
in which W is a leaving group, R^x and R^y are (C_{1-6})alkyl and R^z is aryl or (C_{1-6})alkyl;

or

(b) reacting a compound of formula (IV) with a compound of formula (Vb):



(IV)



(Vb)

wherein Z^1, Z^2, Z^3, Z^4 and Z^5, m, n, R^1, R^3 and R^4 are as defined in formula (I), X is $CH_2NHR^{11'}$ and Y is CHO or COW;

in which $Z^{1'}$, $Z^{2'}$, $Z^{3'}$, $Z^{4'}$, $Z^{5'}$, $R^{11'}$, $R^{1'}$, $R^{3'}$ and $R^{4'}$ are Z^1, Z^2, Z^3, Z^4, Z^5, R^{11}, R^1, R^3 and R^4 or groups convertible thereto, and thereafter optionally or as necessary converting $Z^{1'}$, $Z^{2'}$, $Z^{3'}$, $Z^{4'}$, $Z^{5'}$, $R^{11'}$, $R^{1'}$, $R^{3'}$ and $R^{4'}$ to Z^1, Z^2, Z^3, Z^4, Z^5, $R^{11'}$, R^1, R^3 and R^4, converting A-B to other A-B, interconverting Z^1, Z^2, Z^3, Z^4, Z^5, R^{11}, R^1, R^3 and/or R^4 and forming a pharmaceutically acceptable ~~derivative~~ **salt and/or N-oxide** thereof.

At page 20, lines 31-33:

No toxicological effects are indicated when a compound of formula (I) or a pharmaceutically acceptable salt ~~or *in vivo* hydrolysable~~ **and/or N-oxide** thereof is administered in the above-mentioned dosage range.